

# Exhibit 25

*Documented Conversation with Rick Lombardo – October 17, 2019*

On Thursday October 03, 2019 Rick and I had a detailed conversation regarding the proposed territory and commission structure for the sales team. Rick had no issues with redistributing territory and verticals among the sales team but expressed concern over having his existing book of business reallocated. I explained that for the department to have long term sustained growth, we could not continue with allowing individual account managers to accrue accounts, with no ceiling, in perpetuity.

Rick expressed he was very upset with the direction we were heading and stated “it is obvious that no one wants me here and leadership wants to get rid of me. Why not just offer me a buyout and have me walk away?” I asked Rick what it would take for him to leave without causing any sort of disruption. He stated it would take \$50,000. Almost immediately, he began to walk that answer back and said he needed more time to think it over. He returned later in the day and said after giving it consideration, he would be willing to leave without creating an incident for \$100,000. I told him I would present this to leadership and get back with him once I had an answer.

Two weeks later, Rick and I were both in Indianapolis for a conference. While we were there, he approached me about whether I had the chance to speak with leadership, and if so, what their thoughts were. I provided a vague answer and told him that the discussions were still ongoing.

On Thursday October 17, 2019 Rick and I were both back in the office. It was just after 7 am, and before anyone else on the sales team had arrived for the day. Rick asked if there was any update from leadership regarding an option for a buyout. I was very direct and upfront that I did not know for certain the direction leadership was looking to go. I knew that there were two paths that were equally being discussed. One included a payout with a separation agreement. The other would be to simply let the new commission structure unfold naturally and allow Rick to make a choice about staying on or not.

Rick felt it was important to explain to me that if the proposed separation agreement didn’t include a dollar value that he felt comfortable accepting there was a series of steps that he was prepared to take in response. To begin with, he was prepared to immediately file a lawsuit against the company stating that they are in violation of the offer of employment letter that he signed. His grievance would be that the book of business he built was unduly being taken away from him.

Furthermore, Rick shared that while in Indianapolis, he met with a competitor organization who was willing to hire him. He did not share the name of the company, but the only competitor at the conference was EMSI. Rick said he would reach out to not only his clients, but all clients of Chmura, to sign them over to the competing company.

Rick was very clear that in his perspective, the relationships that he has built in his career with Chmura have significant value. And in his words “either Chmura is going to pay me for those relationships, or somebody else will”. I asked him to confirm what the number would need to be in order to guarantee he walks away cordially without filing lawsuits or trying to sign over our clients to a competitor. Rick confirmed that \$100,000 is the number he felt comfortable accepting. In addition, he added that he would be willing to work with the company to hand over his clients to new account managers and continue to close the pending deals he has open.

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Sales Manager